Registrant: Agnew, Carter, McCarthy, Inc. Registration #: 4915

Exhibit C (Articles of Incorporation) for Attachment to Registration Statement Filed Earlier

1111

The Commonwealth of Massachusetts

Secretary of the Commonwealth
STATE HOUSE

BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B) Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

John F. Agnew

61 Commonwealth Avenue Boston, Massachusetts

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

Jack Agnew and Associates, Inc.

2. The purposes for which the corporation is formed are as follows:

See Page 2a attached hereto.



NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on $\frac{81}{2}$ paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The purpose for which the corporation is formed and the nature of the business to be transacted by it are as follows:

To carry on the business of a public relations agency, in all its branches and aspects; to carry on the business of an advertising agency, including all aspects of promotional and institutional advertising; to carry on the business of sales counseling and public relations counseling and to act as public relations agent, including the power to divise, organize, and implement public relations programs; to carry on the business of preparation and publication of promotional and trade literature and all other types of materials for public relations, sales and trade use; to act as and carry on the business of management consultant in matters relating to public relations and advertising and in all other matters relative to business management.

To acquire and pay for in cash, stock or bonds or the corporation or otherwise, the good will, rights, assets and properties, and to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect to, or otherwise deal in or depose of copyrights, trademarks, or special interests in any published literature, name, design, plan, program, system, or arrangement, either originally devised, conceived or created by the corporation or its employees or by others.

To do or cause to be done any and all such acts and things as may be necessary, desirable, appropriate, convenient or incidental to the accomplishment or performance of any or all of the foregoing purposes.

In general, to carry on any and all of the business of the corporation as principal, agent, contractor or co-venturer, and to carry any other business incidental to, in connection with or related to the foregoing, to the same extent as natural persons might or could do and further to carry on any and all activities and businesses authorized under Chapter 156 B of the General Laws of the Commonwealth of Massachusetts.

The total number of shares and the par value, it any, of each class of thock which the corporation is authorized is as follows:

	WITHOUT PAR VALUE	WITH PAR VALUE		
CLASS OF STOCK	NUMBER OF SHARES	NUMBER OF SHARES	VALUE VALUE	AMOUNT .
Preferred	none	none		\$
	, , , , , , , , , , , , , , , , , , , ,			
Common .	1,000	none	•	

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

No subclassification of stock adopted

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See page 5a attached hereto

The stock of this corporation is issued pursuant to a Plan Section 1244 of the Internal Revenue Code.

*6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

*If there are no provisions state "None".

Any holder of stock, including the heirs, executors, or administrators of a deceased stockholder (or their successors in office), or any trustee in Bankruptcy of a stockholder, assignee of a stockholder, or other officer having the right to deal with the said shares by operation of law, and any holder of stock by foreclosure of any pledge or hypothecation, desiring to sell, dispose of or transfer any of the stock owned by him or them, shall first offer the same to the corporation, through its Clerk, by notice which shall contain the price at which he is willing to sell, and the name of an arbitrator. The directors shall, within thirty (30) days thereafter, either accept the offer, or by a notice in writing, name a second arbitrator; which two arbitrators shall choose a third arbitrator. In the event that the corporation accepts the offer, the corporation shall have six (6) months thereafter in which to pay for the stock, payments to be made as follows: twenty-five per cent (25%) within thirty (30) days after notice of purchase to the offerer by the directors and fifteen per cent (15%) every thirty (30) days thereafter. In the event that the corporation does not pay for the stock, then and in that event, the holder of stock shall have the right to dispose of the same in any manner that he sees fit. It shall be the duty of the arbitrators, or a majority of them, to ascertain the fair book value of the stock as of the date of the offer, and if either party refuses to appear at the hearing appointed by the arbitrators for that purpose, the arbitrators may act in the absence of said party or parties. After determination of the fair book value of the stock by the arbitrators, the corporation shall pay for the stock on the terms herein set forth at the valuation determined by the arbitrators. In the event that the corporation does not pay for the stock, then and in that event, the holder of the stock shall have the right to dispose of the same in any manner that he sees fit. In the event that the stock of this con-oration is acquired by the insolvency or bankruptcy of a stockholder, or by foreclosure of any pledge or hypothecation, or by an assignee, receiver, or other officer, or in the event of the death of a stockholder, the corporation, at its option any time within six (6) months after the qualification of the said trustee in bankruptcy, the appointment of the said receiver, the sale by foreclosure or the qualification of the administrator or executor of the deceased stockholder, may notify such person or persons in writing to sell the stock to the Corporation at a price fixed by the Board of Directors of the corporation. Such notice shall also contain the name of an arbitrator. The person or persons so notified by the corporation, shall have thirty (30) days within which to surrender the stock, and be paid therefor by the corporation, on the terms hereinbefore stated. In the event that the said person or persons are not satisfied with the price as set by the Directors, they shall notify the corporation by a writing addressed to the principal office of the corporation, notifying the corporation to that effect, and naming an arbitrator. The procedure thereafter shall be the same as if the stock were offered for sale to the corporation by a stockholder. In the event the corporation purchases the stock, the certificate shall be delivered to the corporation within thirty (30) days after the notification by the corporation of its intention to accept the offer to pay for the stock on the valuation set by the Board of Arbitration. The Board of Directors may waive the foregoing restrictions. No stockholder making an offer to sell, shall participate, if a Director, in any action taken by the Directors with reference to the offer of his stock.

- 7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
- 8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
- 9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:
 - 29 Commonwealth Avenue, Boston, Massachusetts
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE POST OFFICE ADDRESS
President:	John F. Agnew	61 Commonwealth Avenue, Boston, Mass.
Treasurer:	John F. Agnew	61 Commonwealth Avenue, Boston, Mass.
Clerk:	C. Suzanne Agnew	61 Commonwealth Avenue, Boston, Mass.
Directors:	John F. Agnew	61 Commonwealth Avenue, Boston, Mass.

c. The date initially adopted on which the corporation's fiscal year ends is:

August 31st

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

First Monday of October

e. The name and business address of the resident agent, if any, of the corporation is:

Not applicable

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 20th day of March

John F. Agnew

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

RECEIVED THE COMMONWEALTH OF MASSACHUSETTS

MAR 2 0 1975

ARTICLES OF ORGANIZATION

CORPORATION DIVISION GENERAL LAWS, CHAPTER 156B, SECTION 12 SECRETARY'S OFFICE

> I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 1250 having been paid, said articles are deemed to have been filed with me this March 1975 20

Effective date

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

******	Boston, Massachusetts 02108
	73 Tremont Street
	Green and Eschelbacher
ro:	

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

PAUL GUZZI

CORPORATION DIVISION SECRETARY'S OFFICE

AUG 22 1975

Secretary of the Commonwealth State House, Boston, Mass.

CERTIFICATE OF CHANGE OF DIRECTORS OR OFFICERS OF DOMESTIC BUSINESS CORPORATIONS

General Laws, Chapter 156B, Section 53

<u>. c.</u>	Suzanne Agnew		erk xx zistante Cleak of the
AGNEV	ASSOCIATES, INC.	(formerly Jack Agnew ar	d Associates, I
seled at _ selection has	29 Commonwealth Ave (Business Address of Corporation if the property of the compliance with the compliance with the property of the compliance with the complianc	eme of Corporation) enue, Boston, Massachusett oration: Number and Street, City or Tow ovisions of law, that a change in the mes of the present officers are as f	n) officers of said cor-
Title	Name	Address Give Number and Street of Domicile	Expiration of Term of Office
Auurer Leix Dectors	John F. Agnew John F. Agnew C. Suzanne Agnew John F. Agnew C. Suzanne Agnew	61 Commonwealth Avenue Boston, Massachusetts	UNTIL SUCCESSOR DULY ELECTED
	PERJURY. SIGNATURE	July 19 75, U Junane Clares	NDER THE PEN- Clerk or XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
, co 53"	CRS- 5M- 8-73	me/ngiew /	•

dance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this 31st day of July , in the year 1975 .

President/Vice-President

John F. Agnew

Clerk/Assistant Clerk

C. Suzanne Agnew

The foregoing amendment will become effective when these articles of amendment are filed in accor-

JOHN F. X. DAVOREN

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We,	John F. Agnew C. Suzanne Agnew	,		, President XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
		•		, 0.0.10 133114112111111111111111111111111111111
	JACK AGNEW	AND ASSOCI	ATES, IN	IC.
••••••		(Name of Corpora	tion)	
located at	29 Commonwealth	Avenue, Bos	ton, Mas	ssachusetts
do hereby co	ertify that the following ame	endment to the arti	cles of orga	nization of the corporation was duly
adopted at	a meeting held on	July 31,	, 19 75	, by vote of
100		mon stock (Class of Stock)	out of	100 shares outstanding,
*************		(Class of Stock)	out of	shares outstanding, and
		(Class of Stock)	out of	shares outstanding,
	being at least a	majority of each cl	ass outstand	ing and entitled to vote thereon:-
CROSS OUT	XX	SKANAKA KAKADAININA	кахалаяы <u>ф</u>	XMAXMAMKMMXXXXMMHTDIAKKQO
INAPPLICABLE	XX	nezyoxanixyan	*XXXXXXXXXXXXX	X KAHAMIK X XAKHANDAX SAK XANIQH XAKODAN
CLAUSE	M	(CENYXX		
VOTED:	That the name of	of the Corpo	ration 1	oe changed to:
	ACNE	W ASSOCIATE	S. TNC.	

¹ For amendments adopted pursuant to Chapter 1568, Section 70.

^{*}For amendments adopted pursuant to Chapter 1568, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8½" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

Secretary of the Commonwealth SYATE HOUSE, BOSTON, MASS. 02123

ARTICLES OF AMENDMENT

General Laws, Chapter 1569, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

President Blice=Bresident, and Lewis A. Carter, Jr. , Cierk/Assissing Clerk of John F. Agnew AGNEW ASSOCIATES, INC. 29 Commonwealth Avenue, Boston, Massachusetts do hereby certify that the following amendment to the articles of organization of the corporation was duly , 1978 , by vote of edupted at a meeting held on March 15 100 shares of Common stock out of 100 shares outstanding, (Class of Stock) shares of out of shares outstanding, and shares of shares ourstanding, being at least a majority of each class outstanding and entitled to vote thereon:2 two-thirds of each class outstanding and entitled to vote thereon and CROSS OUT of each class or series of stock whose rights are adversely affected DIAMMICASIE the:eby:-CHAUSE

VOTED: That the name of the Corporation be changed to:

AGNEW/CARTER & CO., INC. / 75

Trus en enoments adopted pursuent to Chapter 1568, Section 70.

For executioners adopted persuent to Chapter 1563, Section 71.

^{1704).} An endirents for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 24, 25, and Continuation sheets shall be on 815° wide a 11° high paper and must have a left hand margin 1 and wide for Lineing. Only one and already be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 1568, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

day of

March

, in the year 19 78

January Dresident/Arabitan Clark

John F. Agnew

11 S 1978

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 1563, Section 72)

I hereby approve the within enicles of amendment and, the filing fee in the amount of \$ 50° having been paid, said articles are deemed to have been filed with me this 23 LL day of March. 1978.

Paul Bussi

Secretary of the Commonwealth State House, Boston, Mass.

to be filled in by corporation

PHOTO COPY OF AMENDMENT TO BE SENT

10:

LAW OFFICES OF ALLAN GREEN

73 Tremont Street

Boston, Massachusatus 02108.
227-5111

Secretary of the Commonwealth STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

	-77 O	General Laws, Chaple	1 100D, occitor.				
	certificate must be submit	ed to the Secretary of	the Commonwe	Still Attitute 21V	ty days af	iter the date	•
-£ 4b-	water of stockholders ado	pting the amendment.	The fee for ti	ling this certifi	case is bi	reactibed by	,
Genera	I Laws, Chapter 156B, Sec	ion 114. Make check p	ayable to the Co	ommonwealth o	of Massach	iusetts.	

JC	onn f. Agilew	r Inc.	The second second	, -10	
Agnewice		(Name of Corpo	oration)		
located at1	00 BoylstonS	treet. Boston.	Massach	usetts inization of the	corporation was duly
• 1		December 12, common stock	1980	, by vote of	
***************************************	shares of	(Class of Stock)	out of	sl	nares outstanding, and
	shares of	(Class of Stock)	out of	************************	shares outstanding,
	being at	least a majority of each	class outstan	ding and entitle	ed to vote thereon:-1
CROSS OUT		of xeeps in right XXX X	MARK ACK NOW	KAMBON KARINEN	ቜኇ፠ <u>ኯቔ፠፠ዂጜ</u> ጞቔ
VOTED:	"Agnew, Cart	therebye's ne of the Corpo er, McCarthy,	IIC.		
	- ·	I and Antic	les of 0	rganizatio	on or the

VOTED: That the By-Laws and Articles of Organization of the Corporation be amended by striking the present Article XVII of the By-Laws and substituting as a new Article XVII of the By-Laws and by amending the Articles of Organization as follows:

Notwithstanding any provision to the contrary For amendments adopted pursuant to Chapter 1568, Section 70.

¹For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8½" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

hereinbefore contained, any of the following questions which sh all hereafter be presented for decision to the Board of Directors, and any of the following questions which shall hereafter be presented for decision to the Stockholders shall require the unanimous vote of the Board of Directors or of the Stockholders, as the case may be, to become the effective act of the Corporation:

ge 3

- (i) to dissolve, terminate the business of, change the purpose of or sell or mortgage all or substantially all of the assets of the Corporation;
- (ii) to issue additional shares of the Capital Stock of the Corporation.

VOTED: That Article XII of the By-Laws and Paragraph 5 of the Articles of Organization be amended by striking the present Paragraph 5 of the Articles of Organization and adding the following stock transfer restriction as a new Paragraph 5 of said Articles and as a new Paragraph 6 to Article XII of the Corporation's By-Laws.

Any holder of stock, including the heirs, executors or administrators of a deceased stockholder (or their successors in office), or any trustee in Bankruptcy of a stockholder, assignee of a stockholder, or other officer having the right to deal with the said shares by operation of law, and any holder of stock by foreclosure of any pledge or hypothecation, desiring to sell, dispose of or transfer any or hypothecation, desiring to sell, dispose of or transfer any of the stock owned by him or them, shall first offer the same to the Corporation, through its Clerk, by notice which shall contain the price at which he is willing to sell, and the name of an arbitrator. The directors shall, within thirty (30) days thereafter, either accept the offer, or by a notice in writing name a second arbitrator, which two arbitrators shall choose a third arbitrator.

In the event that the Corporation accepts the offer, the Corporation shall have the election to pay for such stocks in full or in part (with a minimum payment of \$5,000.00); and, if not paid in full at the time of sale, then the balance by a negotiable note of the Corporation payable to the order of the selling stockholder or his legal representative, which promissory note shall provide for monthly payments of principal and interest, in a sum not less than a minimum of \$5,000.00 per annum, for a term so long as necessary to liquidate the balance of the said purchase price.

In the event that the Corporation does not pay for the stock, before the holder of such stock shall have the right to dispose of same, such holder shall be required to offer the stock to each of the other stockholders of the Corporation, by notice which shall contain the price at which he is willing to sell, and naming an arbitrator as hereinbefore stated. Any stockholder shall then, within thirty (30) days, either accept the offer, or by a notice in writing, name a second arbitrator, which two arbitrators shall choose a third arbitrator. In the event that any other holder accepts the offer, such purchasing holder shall have the election to pay for such stock in full or in part (with a minimum payment of \$5,000.00); and, if not paid in full at the time of closing, then the balance by a negotiable promissory note of such purchasing holder, payable to the order of the selling stockholder or his legal representative, which promissory note shall provide for payments of principal and interest in the sum not less than a minimum of \$5,000.00 per annum, for a term as long as necessary to liquidate the balance of the purchase price, together with such security as the selling stockholder, or his legal representative, may reasonably require.

It shall be the duty of the arbitrators, or a majority of them, to ascertain the fair book value of the stock as of the date of the offer, and if either party refuses to appear at the hearing appointed by the arbitrators for that purpose, the arbitrators may act in the absence of said party or parties. After determination of the fair book value of the stock by the arbitrators, the Corporation or the purchasing holder shall pay for the stock on the terms herein set forth at the valuation determined by the arbitrators. In any event that the Corporation or any other stockholder does not pay for the stock, then and in that event the holder of the stock shall have the right to dispose of same in any manner he sees fit.

continued on continuation on page 2(a)

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

	12th			day of	December		, in the year	1980 .
		مان مان سالت	Lague Spangar es en	Lei	igs a Carter	(President/ Xi ge	x Rrezislent
*********					Hewas A Carte	g.JR	Clerk/Axsiss	
********	*****************	, .,			John F. Agnew,	fa.		
				- 1/			*	

In the event that the stock of this Corporation is acquired by the insolvency or bankruptcy of a stockholder, or by foreclosure of any pledge or hypothecation, or by an assignee, receiver, or other officer, or in the event of the death of a stockholder, the Corporation, at its option any time within six (6) months after the qualification of the said trustee in bankruptcy, the appointment of the said receiver, the sale by foreclosure or the qualification of the administrator or executor of the deceased stockholder, may notify such person or persons in writing to sell the stock to the Corporation at a price fixed by the Board of Directors of the Corporation. Such notice shall also contain the name of an arbitrator. The person or persons so notified by the Corporation, shall have thirty (30) days within which to surrender the stock, and be paid therefor by the Corporation, on the terms hereinbefore stated. In the event that the said person or persons are not satisfied with the price as set by the Directors, they shall notify the Corporation by a writing addressed to the principal office of the Corporation, notifying the Corporation to that effect, and naming an arbitrator. The procedure thereafter shall be the same as if the stock were offered for sale to the Corporation by a stockholder. In the event the Corporation purchases the stock, the certificate shall be delivered to the Corporation within thirty (30) days after the notification by the Corporation of its intention to accept the offer to pay for the stock on the valuation set by the Board of Arbitrators.

The Board of Directors may waive the foregoing restrictions. No stockholder making an offer to sell, shall participate, if a Director, in any action taken by the Directors with reference to the offer of his stock.

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

Secretary of the Commonwealth State House, Boston, Mass. 02133 NO. 04-255-7231

CERTIFICATE OF CHANGE OF DIRECTORS OR OFFICERS OF DOMESTIC BUSINESS CORPORATIONS

General Laws. Chapter 156B. Section 53

General Laws, (Chapter 156B, Section 33	•'.
n F. Agnew, Jr.		Clerk or XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
		
arter, McCarthy, Inc.		
One Exeter Plaza, Boston	n, Massachusetts	
(Business Address of Cor	poration: Number and Street, City or 10)WC)
y in compliance with the provisions of at the names of the present officers are	law, that a change in the officers	of said corporation has been
Name	Address Give Number and Street of Domicile	Expiration of Term of Office
	30 Court Street	
Lewis A. Carter, Jr.	Dedham MA 02026	
		UNTIL
Terence A. Mcoarony	115 Hibbard Rd.	
John F. Agnew, Jr.	Newton, MA 02158	
Total Conten In	30 Court Street	SUCCESSOR DULY
Lewis A. Carter, Jr.	140 Old Pasture Rd	
Terence A. McCarthy	Cohasset, MA	
in a Amout In	15 Hibbard Rd	ELECTED AND
John F. Agnew, Jr.	Newton, MA 02138	
	·	QUALIFIED
14th	dry of April	19 86 UNDER T
BED THIS	- ,	أمسر
les of regular.		Clerk or XXXXXXXX
signature	hn. F. Agnew, Jr.	• • • • • • • • • • • • • • • • • • • •
	n F. Agnew, Jr. arter, McCarthy, Inc. One Exeter Plaza, Bosto (Business Address of Continuous Mannes) Name Lewis A. Carter, Jr. Terence A. McCarthy John F. Agnew, Jr. Lewis A. Carter, Jr. Terence A. McCarthy John F. Agnew, Jr.	Chame of Corporation (Name of Corporation) (One Exeter Plaza, Boston, Massachusetts (Business Address of Corporation: Number and Street, City or To (In compliance with the provisions of law, that a change in the officers (In the names of the present officers are as follows: Address Give Number and Street of Domicile Lewis A. Carter, Jr. Dedham, MA 02026 Terence A. McCarthy Cohasset, MA John F. Agnew, Jr. 15 Hibbard Rd. Newton, MA 02158 Lewis A. Carter, Jr. Dedham, MA 02026 Terence A. McCarthy Cohasset, MA John F. Agnew, Jr. 15 Hibbard Rd Cohasset, MA John F. Agnew, Jr. Hibbard Rd Hewton, MA 02158 BED THIS 14th day of April BED THIS 14th day of April

MICHAEL JOSEPH CONNOLLY

Secretary of State
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

FEDERAL IDEN	TIFICATION
••	
NO. 04-255-7	231

CERTIFICATE OF CHANGE OF PRINCIPAL OFFICE

General Laws, Chapter 156B, Section 14

<u>Harmericki (nitriis</u> de THE COMMONWEALTH OF MASSACHUSETTS STATE OF THE PROPERTY OF THE P

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ 10 Thaving Been paid, said articles are deemed to have the true of a during to nove been filed with me this . रक् नामध्यक छः । १९ 👙 👸 🦂 न्हें वेष्ट्रिकार्य

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JOHN F. X. DAVOREN

Secretary of the Commonwealth State House, Boston, Boston, Proceeding State House, Boston, Massey Joseph Company and Company

and the state of t লাজনত প্ৰতিক্ষা এক চিত্ৰ কৰ্মিত মহত্য, মুনাই ইয়েক্টি সংক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষাক্ষ বিষয়

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT នកស្តាស់ ទៀប នេះ ខេស្ស សុខស្នា មិនប្រែក noteប៉ុន្តិនិញ្ចប់ និងប្រែក និងប្រែក្រុម Law Offices of Allan Green

73 Tremont Street

Boston, Massachusetts 02108

Tel. 227-5111

nn t

MICHAEL JOSEPH CONNOLLY Secretary of State

Secretary of State
State House, Boston, Mass. 02133

FEDE	ERAL	IDENTIFICAT	NO
NO.	0425	557231	

CERTIFICATE OF CHANGE OF DIRECTORS OR OFFICERS OF DOMESTIC BUSINESS CORPORATIONS

	General Laws,	Chapter 156B, Section 53	
7	John F. Agnew, Jr.		Clerk AT.
Ι,	Colli 1. Pagiew, CI.	~	
· Ac	mew, Carter, McCarthy, Inc.		
	ON	lame of Corporation)	•
located at .	One Exeter Plaza, Boston,	Massachusetts, 02109	
	Commence of the second	poration: Number and Street, City or Town	
made, and th	y in compliance with the provisions of l at the names of the present officers are	as follows:	
Title	Name	Address Give Number and Street of Domicile	Expiration of Term of Office
President	Lewis A. Carter, Jr.	122 Old County Road Lincoln, MA 01773	until successor culv elected & qualifi
Treasurer	Terence A. McCarthy	45 Old Pasture Poad Cohasset, Ma 02025	rtil successor duly
Clerk	John F. Agnew, Jr.	137 Warwick Road West Newton, MA 02165	until successor duly elected & qualifi
Directors	Mara Solomon	94 Ocean Street Dorchester, MA 02124	until successor duly
	Lewis A. Carter, Jr.	111 Old County Road Lincoln, MA 01773	until successor duly elected & qualified
	Terence A McCarthy	45 Old Pasture Road Cohasset, MA 02025	until successor duly olected : qualified
	John F. Agnew, Jr.	137 Warwick Road West Newton, MA 02165	until successor duly elected & qualified
	S OF PERJURY.	day of? July 1	9 88 UNDER THE Clerk MK ASSISTED CHECK

Form: CD 53-50M .- 4-74-091845

miner

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

FEDERAL IDENTIFICATION

ONE ASHBURTON PLACE, BOSTON, MASS, 02108

NO. 04-2557231

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

	We,	L ouis A. Carter, Jack F. Agnew, J	Jr.	·	, President/Vicexक्ष णकार्यकार, and , Clerk/Assistantअधिकार्यक
	••••••	A	GNEW., CARTER	,McCARTHY,I of Corporation)	NC
	located at	One Exeter Pla	zaBoston	Massachusetts	02109
	do hereby	certify that the followin	ig amendment to	the articles of or	ganization of the corporation was duly
roved	adopted at	t a meeting held on $^{ m M}$	March 24, Common stoc	, 1987 k.	, by vote of
			(Class of Stock)		150 shares outstanding,
			(Class of Stock)	*	shares outstanding, and
		shares of .	(Class of Stock)	out of	shares outstanding,
		being at 1	east a majority c	of each class outst	anding and entitled to vote thereon:-1
	CROSS OUT		two-thirds of	each class outsta	nding and entitled to vote thereon and
	INAPPLICABLE				ck whose rights are adversely affected
	CLAUSE		thereby:-3		
	VOTED	stock authorize	ET CLUME ed for issuan	the totalice shall be 1	unanimously all number of shares of Corporate 0,000 and shall be designated as ock, no par value.

For amendments adopted pursuant to Chapter 1568, Section 70.

For amendments adopted pursuant to Chapter 1563, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

TO CHANGE the number of shares and the par value, if any, of each class of stock within the corporation fill in the following:

The total presently authorized is:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON	1,000		
			
PREFERRED			
PACFERRED			
			<u> </u>

CHANGE the total to:

KIND OF STOCK	NO PAR VALUE NUMBER OF SHARES	WITH PAR VALUE NUMBER OF SHARES	PAR VALUE
COMMON	10,000		
PREFERRED			

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this Eighth day of December , in the year 1989

LOUIS A. CARTER, JR

JOHN F. AGNEW, JR.

President/VicexEcesistent

Clerk/Assistant Clerk

FORWED

DEC 2 1 1989

SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 1568, Section 72)

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ 100.00 having been paid, said articles are deemed to have been filed with me this day of DICL MULL, 1989.

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION PHOTO COPY OF AMENDMENT TO BE SENT

TO:
GREEN FRIEDMAN AND PACKER
One Boston Place
Boston, MA. 02108
Telephone (617) . 227=5111

Copy Mailed